

To: David Aufhauser
From: Peter Fisher
Date: November 8, 2001

See memo to
G. W. F. 11/8/01

This afternoon at 2:30 Bob Rubin called me and I returned the call shortly thereafter.

He informed me that that a non-public investor (I assume he meant one whose name was not now known to be involved) was interested in injecting equity into Enron but faced the risk of a downgrade of Enron below investment grade. While bankers had apparently suggested to the rating agency that instead of downgrading why didn't the agency suggest what steps would be necessary to prevent a downgrade.

Bob explained that the a suggestion had been made to another public sector official that he place a call to the rating agency to encourage them to work with the bankers and the investor but that the official had declined to do so. Bob wondered what I thought of my placing such a call. I told Bob that both my heart and my head told me not to place that call and that I thought the person best placed -- with the most credibility -- to make that call would be the potential equity investor. Bob said that he understood my reaction and thought it reasonable. Bob also stated that conversations -- direct or indirect -- between the rating agency and the investor were occurring this afternoon.

Peter Fisher